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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. **26731-D**  
FILED

June 1, 2009

JUN 01 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26731-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

Anne K. Quinlan, Esquire  
June 1, 2009  
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 57 covered hopper cars: NAHX 55353 and within the series IFRX 46200 - IFRX 56498, IFRX 475369 - IFRX 480332 and IFRX 800017 - NAHX 890662 (previously bearing NAHX reporting marks) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement:

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclos

JUN 01 '09

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MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated December 22, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 19, 2006 and given recordation number 26731-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

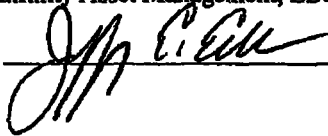
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

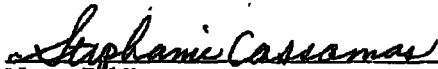
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of  
May 15, 2009.

INFINITY RAIL II, LLC  
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia       )  
                                  ) ss:  
County of Fulton     )

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Rossi  
Title: Senior Director

State of Illinois     )  
                              ) ss:  
County of Cook     )

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



# SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	46200	IFRX	46200	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	46791	IFRX	46791	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	46838	IFRX	46838	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49151	IFRX	49151	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49171	IFRX	49171	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49203	IFRX	49203	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49216	IFRX	49216	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49295	IFRX	49295	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	49497	IFRX	49497	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	50379	IFRX	50379	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	50815	IFRX	50815	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	52873	IFRX	52873	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	52964	IFRX	52964	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	52971	IFRX	52971	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	53529	IFRX	53529	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	53588	IFRX	53588	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	53620	IFRX	53620	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	53639	IFRX	53639	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	53644	IFRX	53644	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	54373	IFRX	54373	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	54383	IFRX	54383	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55530	IFRX	55530	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800017	IFRX	800017	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800023	IFRX	800023	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800039	IFRX	800039	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800060	IFRX	800060	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800064	IFRX	800064	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800079	IFRX	800079	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800086	IFRX	800086	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800354	IFRX	800354	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800364	IFRX	800364	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800464	IFRX	800464	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800475	IFRX	800475	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800513	IFRX	800513	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800620	IFRX	800620	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800882	IFRX	800882	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800898	IFRX	800898	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	800902	IFRX	800902	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	801039	IFRX	801039	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	801078	IFRX	801078	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	801082	IFRX	801082	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	890662	IFRX	890662	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55277	IFRX	55277	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55312	IFRX	55312	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55365	IFRX	55365	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55396	IFRX	55396	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55421	IFRX	55421	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55429	IFRX	55429	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55678	IFRX	55678	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	56498	IFRX	56498	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	475369	IFRX	475369	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	475373	IFRX	475373	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	476188	IFRX	476188	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	478421	IFRX	478421	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	479174	IFRX	479174	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	480332	IFRX	480332	C113
Proppant Specialists, LLC	not yet commenced	Covered Hopper	NAHX	55353	NAHX	55353	C113

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/09



\_\_\_\_\_  
Robert W. Alvord